

EXHIBIT D

David A. Paterson
Governor



Deborah VanAmerongen
Chairperson

New York State Housing Trust Fund Corporation
Hampton Plaza
38-40 State Street
Albany, NY 12207

March 19, 2009

Mr. Michael Riegel
Belmont Shelter Corp.
1195 Main Street
Buffalo, NY 14209-2196

Dear Mr. Riegel:

**Re: Housing Trust Fund Corporation Commitment Letter
SHARS ID #20086060**

I am pleased to inform you that the Housing Trust Fund Corporation (HTFC) has authorized and approved the issuance of this commitment to make financing available to you in the amount and under the terms and conditions set forth herein. Upon acceptance of the terms and conditions of this commitment, this letter will be a binding agreement between you and HTFC.

The basic terms of this commitment are as follows:

Awardee:	Belmont Shelter Corp.
Program:	Housing Trust Fund
Loan Amount:	\$2,200,000
Term of Loan and Interest Rate:	30 Years at 1% Interest

HTFC's offer is conditioned upon your agreement to deliver the project described in your application for funding, as revised by HTFC in the accompanying attachments, and to construct, operate and manage the project in compliance with the policies and procedures of HTFC as set forth in its manuals, statutes and regulations which are hereby expressly incorporated by this reference into this commitment. This offer is also subject to HTFC's review and approval of the project as required under any applicable federal or state environmental laws and regulations.

Attached to this commitment are the exhibits listed below. These exhibits contain the essential terms of this commitment including but not limited to design requirements, development timetable, Minority/Women-Owned Business Enterprise (M/WBE) requirements, and project finance and operating economics.

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The exhibits are as follows:

1. Description of the Project and Owner
2. Income Groups to be Served
3. Project Financing and Equity Requirements
4. Operating Economics
5. Development Timetable and Schedule of Submissions
6. Minority and Women-Owned Business Participation
7. Environmental Submissions
8. Design Requirements and Construction Documents
9. Marketing and Management Plans/Fair Housing-Affirmative Marketing Plan
10. Special Needs Requirements
11. Closing Requirements

Satisfaction of all the conditions set forth in this letter and the accompanying exhibits is required in order to obtain this financing. Noncompliance with any of the terms or conditions of this commitment shall be grounds for HTFC to terminate this commitment without liability to you. This commitment will expire without any further action by HTFC if the milestones listed in the Development Timetable and Schedule of Submissions are not met. This commitment may not be assigned or modified without the prior written agreement of HTFC and is specifically limited to the project and property described in your application. After this letter is executed and returned to HTFC, a Project Development Meeting may be scheduled at a mutually convenient time.

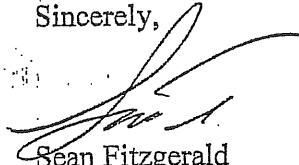
Carefully review the terms of this commitment letter and the conditions set forth in each of the attached exhibits as those terms and conditions may represent revisions to the project proposed in your application.

If you wish to accept this offer of commitment as described herein and as set forth in the exhibits please indicate your acceptance by executing this commitment below, initialing all pages of the exhibits where indicated and returning one of the two enclosed originals to HTFC within 30 days of receipt of this letter, at the above address, Attn: Wayne Petterson. **Within the time for accepting this commitment, you may request a meeting with HTFC representatives to review the terms of the commitment. This meeting, if requested, should be scheduled through Thomas Van Nortwick, Regional Director, Buffalo Regional Office, Suite 105, 535 Washington Street, Buffalo, NY 14203, telephone number (716) 847-7955. HTFC will not consider requests for substantive changes to the terms of this commitment.**

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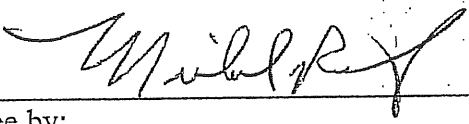
Congratulations and best wishes for success in the development of this project.

Sincerely,



Sean Fitzgerald
Vice President
Office of Community Development

All the terms and conditions set forth herein are agreed to and accepted.


Awardee by:

3-30-09
Date

Print Name MICHAEL RIEGEL

Title V. PRESIDENT

Attachments

EXHIBIT 1

DESCRIPTION OF THE PROJECT AND OWNER

Awardee will form an ownership entity for the sole purpose of constructing and owning 50 units of rental housing and one community building. The project will be located at the following addresses in the City of Buffalo, Erie County, New York. Addresses are grouped by Zip Code.

14208

119 Chester Street	50 Ada Place
120 Chester Street	181 Eaton Street
129 Chester Street	197 Eaton Street
135 Chester Street	59 Verplanck Street
168 Chester Street	65 Verplanck Street
225 Chester Street	69 Verplanck Street
52 Northland Avenue	60 Welker Street
56 Northland Avenue	65 Welker Street
130 Waverly Street	66 Welker Street
187 Waverly Street	72 Welker Street
83 Alexander Place	83 Welker Street
87 Alexander Place	88 Welker Street

14209

89 Dodge Street	1141 Michigan Avenue
19 Edna Place	1273 Michigan Avenue
37 Edna Place	16 Southampton Street
94 Glenwood Avenue	20 Southampton Street
100 Glenwood Avenue	24 Southampton Street
104 Glenwood Avenue	25 Southampton Street
120 Glenwood Avenue	30 Southampton Street
126 Glenwood Avenue	33 Southampton Street
40 Holland Place	34 Southampton Street
44 Holland Place	58 Utica East Street
50 Holland Place	162 Northampton Street
131 Masten Avenue	168 Northampton Street
133 Masten Avenue	172 Northampton Street
499 Masten Avenue	

Belmont Shelter Corp. or its wholly owned subsidiary will hold at least 50% of the controlling interest in the general partner of the ownership entity and have a defined role in project management.

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Awardee Acceptance

HTFC Acceptance

Awardee: Belmont Shelter Corp.

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EXHIBIT 2

INCOME GROUPS TO BE SERVED

The following number of units will serve the listed income groups:

50 HTF Program regulated units for a term of 30 years.

<u>Unit Type</u>	<u>Number</u>	<u>Not To Exceed % of Area Median Income</u>
3 bedroom	25	50%
4 bedroom	25	50%

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Awardee Acceptance



HTFC Acceptance



Awardee: Belmont Shelter Corp.

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EXHIBIT 3

PROJECT FINANCING AND EQUITY REQUIREMENTS

The approved costs for the project are:

Uses:

Development Budget:	
Acquisition:	\$ 100,000
TOTAL SOFT COST:	\$ 1,033,825
TOTAL CONSTRUCTION COST:	\$ 8,703,836
Project Contingency:	\$ 417,255
Developer's Fee:	\$ 1,533,237
TOTAL DEVELOPMENT COST:	\$11,788,153
Working Capital:	\$ 165,000
Operating Reserve:	\$ 117,882
Replacement Reserve:	\$ 0
TOTAL PROJECT COST:	\$12,071,035

All line items reflect the maximum amounts to be funded by sources identified below, except for reserves, which reflect the minimum required amount to be funded.

Sources:

Lender/Program:	Housing Trust Fund (HTF)
Amount:	\$2,200,000
Type:	Permanent
Term:	30 years
Lien Position:	First
Interest rate:	1%

Lender/Program:	City of Buffalo, HOME
Amount:	\$1,600,000
Type:	Permanent
Term:	30 years
Lien Position:	Second
Interest rate:	1%

LIHC Equity:	\$ 7,889,618
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Deferred Developer Fee:	\$ 381,417
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TOTAL SOURCES:	\$12,071,035
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Awardee Acceptance



Awardee: Belmont Shelter Corp.

HTFC Acceptance



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EXHIBIT 3

PROJECT FINANCING AND EQUITY REQUIREMENTS (cont'd)

If additional financing is required to complete the project, such financing will be obtained by the Awardee without creating any additional liens or encumbrances on the project.

Project retainage and hold back of punch list costs will be released in accordance with the provisions of the Division of Housing and Community Renewal (DHCR) Capital Programs Manual (CPM). \$25,000 of soft costs will be retained from the award proceeds until all documents required by Section 6.04.07 or Section 6.06.03 of the CPM and the cost certification are submitted and approved. Any savings in approved project costs indicated by a cost certification will result in a reduction of the award adjusted by any loss in equity proceeds.

Awardee shall submit a list of the names, addresses and business backgrounds of the officers, directors and principals for each general partner or managing member of Awardee. Awardee shall also submit a certification disclosing any fiduciary or financial relationships between Awardee and its officers, directors and principals, and among one another, or indicating that there are no such relationships.

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Awardee Acceptance



HTFC Acceptance



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Awardee: Belmont Shelter Corp.

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EXHIBIT 4

OPERATING ECONOMICS

Approved Initial Rents:

<u>Unit Type</u>	<u>Number</u>	<u>Rent</u>	<u>Utilities</u>	<u>HTFC Surcharge</u> ⁽¹⁾
3 bedroom	4	\$225	\$237	\$157
3 bedroom	21	\$501	\$237	\$157
4 bedroom	4	\$239	\$277	\$177
4 bedroom	21	\$559	\$277	\$177

Total number of HTF regulated units: 50

The Operating Budget must include the following annual operating expenses:

Operating Reserve:	\$ 8,682
Replacement Reserve:	\$43,500
HTF Debt Service:	\$22,000
The maximum Debt Service permissible, excluding HTF Debt Service, will be no greater than:	\$ 0

Debt service on loans to the owner of the project or property from any principal of the project, general or limited partner, developer or other parties related to the project shall be payable only from project revenues after payment of all operating expenses, scheduled reserve payments and other approved mortgage debt service. Any expense payment to the owner of the project or property, principal of the project, a party related to the owner, partner or shareholder must be approved in advance by HTFC.

⁽¹⁾ If tenant's income after initial occupancy exceeds the program's eligibility requirements and the project is still subject to Low Income Housing Credit (LIHC) regulation, the tenant must pay the market rent as defined by the HTFC statute not to exceed the maximum tax credit restricted rent permitted under the LIHC program. If the project is not subject to LIHC regulation, the tenant shall pay the lesser of 30% of their income or the market rent, which is the basic rent plus the surcharge noted above.

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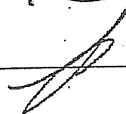
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Awardee Acceptance



Awardee: Belmont Shelter Corp.

HTFC Acceptance



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EXHIBIT 5

DEVELOPMENT TIMETABLE AND SCHEDULE OF SUBMISSIONS

Awardee will provide required submissions and achieve the milestones listed on the following timetable.

<u>Milestones</u>	<u>Deadline</u>
● Environmental Document Submission	7/31/2009
● Affirmative Fair Housing Marketing Plan and Management Plan Submission	7/31/2009
● Contract Document Submission	1/15/2010
● Minority and Women-Owned Business Utilization Plan	1/15/2010
● Construction Start	3/15/2010
● Rent-Up Conference w/DHCR Housing Management	12/15/2011
● Substantial Completion/ Certificate of Occupancy	3/15/2012
● Permanent Financing Closing	5/15/2012
● Cost Certification Submission	7/15/2012

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Awardee Acceptance _____

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Awardee: Belmont Shelter Corp.

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EXHIBIT 6

MINORITY AND WOMEN-OWNED BUSINESS PARTICIPATION

The minimum utilization goals for the proposed project are:

MBE: 15%

WBE: 5%

The Awardee must conduct a "good faith" outreach effort to solicit the participation of New York State certified Minority and Women-Owned Businesses.

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Awardee Acceptance



Awardee: Belmont Shelter Corp.

HTFC Acceptance



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EXHIBIT 7

ENVIRONMENTAL SUBMISSIONS

Awardee must:

1. Submit copies of environmental review documents if any, from other involved agencies.
2. Submit documentation required to comply with the provisions of the State Environmental Quality Review Act (SEQR) at 6 NYCRR Part 617.
3. Submit a final impact determination letter from NYS Office of Parks, Recreation and Historic Preservation.
4. Submit documentation which demonstrates that the environmental issues identified in the Phase I Environmental Site Assessment Report, Volumes 1 and 2, prepared by Panamerican Environmental, dated February 2008, have been resolved to HTFC's satisfaction.

Awardee will be responsible for costs associated with any significant impacts that require mitigative measures as a condition for proceeding with project construction.

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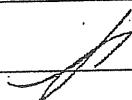
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Awardee Acceptance



Awardee: Belmont Shelter Corp.

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EXHIBIT 8

DESIGN REQUIREMENTS AND CONSTRUCTION DOCUMENTS

1. Awardee must submit complete contract documents which include revisions to plans and specifications to comply with the November 2007 edition of DHCR's Design Handbook.
2. Awardee must provide for a project sign to be placed at the construction site identifying the participation of the Governor of New York State and HTFC in accordance with sign specifications identified in the November 2007 edition of the DHCR Design Handbook.
3. Awardee's architect must certify that upon completion the project will be in compliance with all relevant state and federal non-discrimination laws concerning accessibility and adaptability.
4. Awardee will provide documentation that the project meets the visitability requirement for all 50 dwelling units without traversing through the garage.

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Awardee Acceptance



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Awardee: Belmont Shelter Corp.

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EXHIBIT 9

MARKETING AND MANAGEMENT PLANS

FAIR HOUSING-AFFIRMATIVE MARKETING PLAN

The Awardee shall submit a plan that identifies strategies for Fair Housing and Marketing of the project. Awardee will comply with the provisions of any federal, state or local law prohibiting discrimination in housing on the grounds of race, color, national origin, age, sex, handicap, familial status, marital status or other protected class designation including Title VI of the Civil Rights Act of 1964, the Fair Housing Act, Section 504 of the Rehabilitation Act of 1973, the Age Discrimination Act of 1973, Executive orders 11063 and 11246, the affirmative fair housing marketing requirements and the Human Rights Laws of the State of New York. Section 4.03 and 4.04 of DHCR Capital Programs Manual cite detailed requirements regarding Fair Housing policies and regulations. *The Marketing Plan must be submitted to and approved by HTFC prior to beginning the marketing of the project.*

In addition to Fair Housing requirements, the Marketing Plan shall also include:

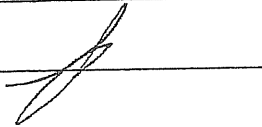
1. How information on affirmative marketing requirements and applicable federal and state non-discrimination laws will be made available to prospective tenants and the general public.
2. A description of steps to be taken to reach those eligible persons who would not likely apply for available housing without special outreach including advertising in publications which are distributed in minority and isolated communities and outreach through local community based organizations.
3. A description of the methods to be used for the selection of tenants for initial occupancy and as operational vacancies occur.
4. Awardee will market two fully accessible, adapted and move in ready units to households with at least one member who has a vision or hearing impairment.
5. Awardee will market eight units to persons with physical disability or other persons with special needs as approved by HTFC.

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HTFC Acceptance



Awardee: Belmont Shelter Corp.

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EXHIBIT 9

MARKETING AND MANAGEMENT PLANS (cont'd)

MANAGEMENT PLAN

The Awardee must submit a plan for management of the project for HTFC review which includes the following:

1. The job titles and job descriptions of the persons who will be involved in the management of the project.
2. The job title of the person who will be directly responsible for the day-to-day operations, and to whom, on the executive level, he/she will report.
3. If a site office will be staffed, the hours of operation and the number of staff provided.
4. The job title of the person in charge of bookkeeping for the project and the nature of the services that the person will provide.
5. The procedures for purchasing supplies and contracts for the project, and the job title of the person responsible for making purchases.
6. Provide the Management Agreement, or if not available:
Full and detailed plan for discharging responsibilities in the areas of staffing, apartment applications, tenant requests, re-renting of apartments, contract supervision, budgets, rent collection, income reviews, utilities, energy conservation, maintenance and operations, preventive maintenance, reporting, disbursements, and federal or state subsidy programs, if project is participating in any such program.
7. A list of anticipated administrative expenses.
8. List any DHCR supervised projects that the managing agent currently manages or has previously managed.
9. The job title of the person who will respond to tenants' requests for supportive services.

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Awardee Acceptance



Awardee: Belmont Shelter Corp.

HTFC Acceptance



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EXHIBIT 10

SPECIAL NEEDS REQUIREMENTS


Awardee has submitted to HTFC a written agreement with Western New York Independent Living, Inc., to provide appropriate supportive services to persons with physical disability who are tenants of the project, which has been accepted by HTFC. Any changes to the agreement require HTFC approval and may result in a revised Funding Commitment Letter issuance.

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Awardee Acceptance



HTFC Acceptance



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Awardee: Belmont Shelter Corp.

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EXHIBIT 11

CLOSING REQUIREMENTS

A closing of the loan will be scheduled when the following has occurred:

Closing Checklist: At least two weeks prior to the requested closing date, submission to and approval by HTFC of all items to be delivered prior to or at closing as stated in the closing checklist in the HTFC Legal Documents Manual.

Fulfillment of all conditions: Fulfillment of all conditions set out in this Commitment Letter, closing of, or fulfillment of all conditions precedent to funding of, any and all loans, grants, and other financing required to complete the project.

Security and Loan Documents: At or before closing, Awardee shall execute and deliver to HTFC all of the following documents:

- a. Note
- b. Mortgage and Security Agreement
- c. Regulatory Agreement
- d. Deposit Account Control Agreement
- e. Intercreditor Agreement in a form to be determined by HTFC and the lender(s)

all of which shall be in substantially the same form as the documents in the current HTFC Legal Documents Manual.

Please provide the name, address, telephone and fax numbers of the project attorney, if available:

Name: _____
Address: _____
Phone #: _____
Fax #: _____

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HTFC Acceptance

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